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COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge.

CHFP025

Please do not write in this margin

Please complete legibly, preferably in black type, or bold block lettering

*insert full name of Company

Pursuant to section 395 of the Companies Act 1985

529442/13

To the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number

611

00160346

Name of company

* Vokes Air Treatment Holdings Limited (the "Chargor")

Date of creation of the charge

2 October 2008

Description of the instrument (if any) creating or evidencing the charge (note 2)

Charge over shares between the Chargor (1) and Kaupthing Bank Sverige AB (publ) (the "Security Trustee") (2) (the "Share Charge")

Amount secured by the mortgage or charge

Please refer to Part 1 of the attached schedule (the "Schedule")

Names and addresses of the mortgagees or persons entitled to the charge

The Security Trustee acting through its office at 107 81 Stockholm, Sweden

Postcode

Presenter's name address and reference (if any)

Macfarlanes LLP
20 Cursitor Street
London
EC4A 1LT

RCCH/CXM/607374

Time critical reference

For official Use (02/06)
Mortgage Section

Post room

WEDNESDAY



LD6

LGQZM3ZE
15/10/2008
COMPANIES HOUSE

72

Short particulars of all the property mortgaged or charged

Please refer to Part 2 of the Schedule

Please refer to Part 3 of the Schedule for certain restrictions on the
Chargor relating to the Share Charge but these are not exhaustive

Please do not
write in
this margin

**Please complete
legibly, preferably
in black type, or
bold block
lettering**

Particulars as to commission allowance or discount (note 3)

Nil

Signed **Macfarlanes LLP**

Date **15** October 2008

On behalf of ~~XXXXXXXXXXXXXXXXXXXX~~ [chargee] †

*A fee is payable
to Companies
House in
respect of each
register entry
for a mortgage
or charge
(See Note 5)*

*† delete as
appropriate*

Notes

- 1 The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395). If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398). A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the Registrar. The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body. A verified copy will also be accepted where section 398(4) applies (property situate in Scotland or Northern Ireland) and Form No 398 is submitted.
- 2 A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage", or "Legal charge", etc, as the case may be, should be given.
- 3 In this section there should be inserted the amount or rate per cent of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his,
 - (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
 - (b) procuring or agreeing to procure subscriptions, whether absolute or conditional,for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.
- 4 If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.
- 5 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Orders must be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is **Companies House, Crown Way, Cardiff CF14 3UZ**.

SCHEDULE

To the Form 395 in respect of the Charge over Shares given by Vokes Air Treatment Holdings Limited (the "Chargor") (registered under company number 00160346) in favour of Kaupthing Bank Sverige AB (publ) (the "Security Trustee") dated 2 October 2008 ("the Form 395")

Definitions

In this Schedule to the Form 395 the following words and expressions shall have the meanings respectively set out against them below -

Beneficiaries: the Senior Creditors,

Charged Assets: all the assets for the time being subject to the Security created by the Share Charge (and references to the Charged Assets include references to any part of it),

Companies: means McLeod Russel Clean Air Limited, a company registered under the laws of England and Wales with company number 04103432, McLeod Russel Investments plc, a company registered under the laws of England and Wales with company number 02056410, Vokes-Air Limited, a company registered under the laws of England and Wales with company number 01374033 and Wheway plc, a company registered under the laws of England and Wales with company 00644999,

Finance Documents: means each of the Senior Facilities Agreement, each of the security documents listed in Schedule 7 of the Senior Facilities Agreement, any accession letter to the Senior Facilities Agreement, utilisation request, selection notice or compliance certificate delivered under the Senior Facilities Agreement, any fee letter in relation the Senior Facilities Agreement, and any other document designated as such by Kaupthing Bank Sverige AB (publ) and Re Air Filters Holding AB,

Intercreditor Agreement: the Intercreditor Agreement dated 27 June 2008 between Re Air Filters Holding AB as the company, Eqvitec Technology Mezzanine Fund II KY and Eqvitec Technology Mezzanine Fund II NIB KY as original mezzanine creditors and Kaupthing Bank Sverige AB (publ) as original senior creditor,

Original Securities: the shares described in Part 4 of this Schedule,

Securities: the Original Securities and all shares now or at any time hereafter (and from time to time) issued by the relevant Company and owned by the Chargor, held on behalf of the Chargor, or in which the Chargor has an interest, together with all allotments offered or arising in respect thereof or incidental thereto and all stocks, shares, loan capital, securities, bonds, investments, rights, income, money or property accruing, deriving, offered or paid from time to time by way of dividend, distribution, interest, exchange, capital reorganisation, conversion, redemption, bonus, rights, preference, option or otherwise in respect thereof,

Security: a mortgage, charge, pledge, lien, security assignment or other security interest securing any obligation of any person or any other agreement or arrangement having a similar effect,

Senior Creditors: the meaning given to that term in the Intercreditor Agreement,

Senior Facilities Agreement: the agreement dated 27 June 2008 and made between, among others, Re Air Filters Holding AB as borrower and Kaupthing Bank Sverige AB (publ) as original lender relating to the SEK and EUR equivalent of US \$ 23,000,000 term facilities and SEK 30,000,000 revolving facility,

Part 1

Amount secured by the charge

All present and future moneys, obligations and liabilities owed by the Chargor to the Beneficiaries, whether actual or contingent and whether owed jointly or severally, as principal or surety and/or in any other capacity whatsoever under or in connection with the Finance Documents except for any monies, obligations or liabilities which, if they were so included would result in an infringement of section 151 of the Companies Act 1985 or any equivalent and applicable provisions under the laws of the jurisdiction of incorporation of the Chargor

Part 2

Short particulars of all of the property charged

The Chargor with full title guarantee charged to the Security Trustee (as trustee for the Beneficiaries), by way of fixed charge, all its Securities

Part 3

Other restrictions

Pursuant to the Share Charge, the Chargor covenanted with the Security Trustee that the Chargor will not at any time during the subsistence of the Share Charge, except in accordance with the terms of the Senior Facilities Agreement or the Share Charge -

- (a) create or purport to create or permit to subsist any Security on or in relation to the Charged Assets, or
- (b) enter into a single transaction or a series of transactions (whether related or not) and whether voluntary or involuntary to sell, lease, transfer, surrender or otherwise dispose of or cease to exercise control of all, or part of any interest in any Charged Assets,

except (in each case) as permitted by the Senior Facilities Agreement or with the prior consent of the Security Trustee

Part 4

Original Securities

- 1 2 ordinary shares of £1 00 each in McLeod Russel Clean Air Limited, a company incorporated in England and Wales with registered number 04103432
- 2 12,930,631 ordinary shares of £1 00 each in McLeod Russel Investments plc, a company incorporated in England and Wales with registered number 02056410
- 3 1,009,999 ordinary shares of £1 00 each in Vokes Air Limited, a company incorporated in England and Wales with registered number 01374033
- 4 139,796,442 ordinary shares of £0 25 each in Wheway plc, a company incorporated in England and Wales with registered number 00644999



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

**COMPANY NO. 160346
CHARGE NO. 6**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A CHARGE OVER SHARES DATED 2
OCTOBER 2008 AND CREATED BY VOKES AIR TREATMENT
HOLDINGS LIMITED FOR SECURING ALL MONIES DUE OR TO
BECOME DUE FROM THE COMPANY TO THE BENEFICIARIES
ON ANY ACCOUNT WHATSOEVER UNDER THE TERMS OF THE
AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING
THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1
PART XII OF THE COMPANIES ACT 1985 ON THE 15 OCTOBER
2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 16 OCTOBER
2008

plw



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES